

Company number 09748313

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Kinetec Medical Products UK Limited (the "Company")

~~31~~ October 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as either an ordinary resolution or a special resolution (the "**Resolutions**") where stated

ORDINARY RESOLUTIONS

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

1. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- 1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £10, and



- 1 2 expire on the first anniversary of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

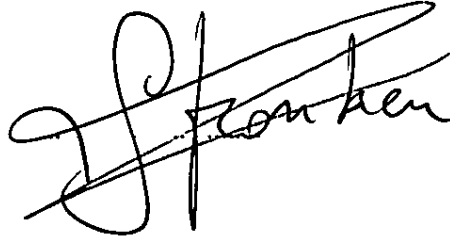
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 31 October 2016, hereby irrevocably agrees to the Resolution.

Signed by **Medfac BVBA**

Date 31 October 2016

A handwritten signature in black ink, appearing to read 'J. Franken', is written over a horizontal line.

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Jonathan Craig, BakerLaw LLP, Suite B, Gostrey House, Farnham, Surrey, GU9 7PT.

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 30 November 2016 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date